



CORPORATION SERVICE COMPANY

RECORDATION NO. 26397 FILED

JUN 19 '06

2-23 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: June 16, 2006

Order#: 183470/005

Re: FSRR72687-FSRR72760 FERROSUR, SA DE CV

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 07/07/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

JUN 19 '06

2-23 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this fifteen day of March, 2006, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Ferrosur, S.A. de C.V., a Mexican corporation, with an address at Av. Jaime Balmes 11-C, 4° piso, Plaza Polanco, Col. Los Morales Polanco, Mexico D.F. 11510 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of March 15th 2006, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

Signature: Catherine Stiglich
By: ~~Joseph E. Mankowski~~ CATHERINE STIGLICH
Title: Senior Vice President - Railcar Leasing
Date: ~~March 15th~~, 2006
May 31

We certify that we hold the title set forth below, and we have the corporate authority to sign this document and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

FERROSUR, S.A. de C.V..

Signature: [Signature]
By: Lic. Rogelio Vélez López de la Cerdá
Title: Legal Representative
Date: March 15th, 2006

Signature: [Signature]
By: Ing. Florentino Matadamas Hernández
Title: Legal Representative
Date: March 15th, 2006

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
74	5,161 cubic feet grain covered hoppers	1.- FSRR 72687 2.- FSRR 72688 3.- FSRR 72689 4.- FSRR 72690 5.- FSRR 72691 6.- FSRR 72692 7.- FSRR 72693 8.- FSRR 72694 9.- FSRR 72695 10.-FSRR 72696 11.-FSRR 72697 12.-FSRR 72698 13.-FSRR 72699 14.-FSRR 72700 15.-FSRR 72701 16.-FSRR 72702 17.-FSRR 72703 18.-FSRR 72704 19.-FSRR 72705 20.-FSRR 72706 21.-FSRR 72707 22.-FSRR 72708 23.-FSRR 72709 24.-FSRR 72710 25.-FSRR 72711 26.-FSRR 72712 27.-FSRR 72713 28.-FSRR 72714 29.-FSRR 72715 30.-FSRR 72716 31.-FSRR 72717 32.-FSRR 72718 33.-FSRR 72719 34.-FSRR 72720 35.-FSRR 72721 36.-FSRR 72722 37.-FSRR 72723 38.-FSRR 72724 39.-FSRR 72725 40.-FSRR 72726 41.-FSRR 72727 42.-FSRR 72728



Quantity
74

Equipment Description
5,161 cubic feet grain covered hoppers

Car Mark and Numbers

43.-FSRR 72729
44.-FSRR 72730
45.-FSRR 72731
46.-FSRR 72732
47.-FSRR 72733
48.-FSRR 72734
49.-FSRR 72735
50.-FSRR 72736
51.-FSRR 72737
52.-FSRR 72738
53.-FSRR 72739
54.-FSRR 72740
55.-FSRR 72741
56.-FSRR 72742
57.-FSRR 72743
58.-FSRR 72744
59.-FSRR 72745
60.-FSRR 72746
61.-FSRR 72747
62.-FSRR 72748
63.-FSRR 72749
64.-FSRR 72750
65.-FSRR 72751
66.-FSRR 72752
67.-FSRR 72753
68.-FSRR 72754
69.-FSRR 72755
70.-FSRR 72756
71.-FSRR 72757
72.-FSRR 72758
73.-FSRR 72759
74.-FSRR 72760

